

**The Companies Act 2006**

**CLARIVATE ANALYTICS (COMPUMARK) LIMITED (THE "COMPANY")**

**Company Number 11059213**

**WRITTEN RESOLUTIONS OF THE MEMBERS OF THE COMPANY**

We, the undersigned, being the sole member of the Company who (at the date of circulation of this resolution) would be entitled to vote on this resolution hereby resolves in accordance with Chapter 2 of Part 13 of the Companies Act 2006 to pass the following resolution below as a special resolution of the Company (the "Special Resolution")

**THAT:**

The Company's Articles of Association be amended, and the existing Articles of Association be re-numbered accordingly, by inserting the following new article 50.5 immediately following article 50.4 of the existing Articles of Association:

"Notwithstanding anything contained in these Articles, the directors of the Company shall not decline to register any transfer of shares, nor may they suspend registration thereof, where the transfer:

- (i) is to any bank or institution to which such shares have been charged by way of security, or to any nominee of such a bank or institution (a "Secured Institution"); or
- (ii) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or
- (iii) is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security,

and furthermore notwithstanding anything to the contrary contained in these articles but subject always to the provisions of the Companies Act 2006 no transferor of any shares in the Company to a Secured Institution or proposed transferor of such shares to a Secured Institution and no Secured Institution shall be required to offer the shares which are or are to be the subject of any transfer aforesaid to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the articles howsoever to require such shares to be transferred to them whether for consideration or not. Furthermore, notwithstanding anything contained in these articles, the Company and the directors shall not be entitled to exercise any lien which the Company has in respect of its shares to the extent a Secured Institution has a charge or mortgage over those shares."

TUESDAY



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12/11/2019

#87


COMPANIES HOUSE

**AGREEMENT:**

Please read the notes at the end of this document before signifying your agreement to the Special Resolutions.

The undersigned, a person entitled to vote on the Special Resolutions on <sup>30 October</sup> \_\_\_\_\_ 2019 hereby irrevocably agrees to the Special Resolutions.

**CAMELOT HOLDCO 3 (JERSEY) LIMITED**

By:   
.....  
Name: Stephen Paul Hartman  
Title Director

By: .....  
Name: Andrew Graham Wright  
Title Director

**AGREEMENT:**

Please read the notes at the end of this document before signifying your agreement to the Special Resolutions.

The undersigned, a person entitled to vote on the Special Resolutions on <sup>30 October</sup>\_\_\_\_\_ 2019 hereby irrevocably agrees to the Special Resolutions.

**CAMELOT HOLDCO 3 (JERSEY) LIMITED**

**By:** .....

**Name:** Stephen Paul Hartman

**Title** Director

**By:**  .....

**Name:** Andrew Graham Wright

**Title** Director

## Notes

- 1) You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by delivery to Davis Polk & Wardwell (London) LLP acting on behalf of the Company.

If you do not agree to all of the Resolutions you do not need to do anything: you will not be deemed to agree if you fail to reply.

- 2) Once you have indicated your agreement to the Resolutions you may not revoke your agreement.
- 3) Unless sufficient agreement has been received by the date falling 28 days from the date of the Resolutions for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or on this date